

SEMPERIT AKTIENGESELLSCHAFT HOLDING**with its headquarters in Vienna****FN (Commercial Register Number) 112544 g****ISIN: AT0000785555****Invitation to the 125th Annual General Meeting**

We hereby cordially invite our shareholders to the Annual General Meeting of Semperit Aktiengesellschaft Holding to be held on **Tuesday, 29 April 2014** at 10:00 a.m. at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna,

AGENDA

1. Presentation of the approved annual financial statements, the management report and corporate governance report, along with the consolidated financial statements and the consolidated management report, the proposal for the appropriation of the net profit and the report of the Supervisory Board for the 2013 financial year
2. Resolution on the appropriation of the net profit
3. Resolution on the discharge of the members of the Management Board for the 2013 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2013 financial year
5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2014 financial year
6. Resolution in accordance with Section 87 (2) of the Austrian Stock Corporation Act (AktG) on the increase in the actual number of Supervisory Board members as set out in the limit defined in the company's Articles of Association from currently 6 (six) to 8 (eight) in the future
7. Elections to the Supervisory Board
8. Resolution on the remuneration of the Supervisory Board
- 9a Resolution authorising the Management Board, with the consent of the Supervisory Board, to repurchase and, if applicable, retire own shares up to the legally defined maximum of 10% of the share capital for a period of 30 months from the adoption of the resolution in the Annual General Meeting in accordance with Section 65 (1) no. 8 of the AktG

- 9b Resolution authorising the Management Board, pursuant to Section 65 (1b) of the AktG and with the consent of the Supervisory Board, to decide on a different method of selling shares than via the stock exchange or through a public offer and on a possible exclusion of the pre-emption rights of shareholders

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

As of 8 April 2014, the following documents will be available for inspection by shareholders at the business premises of the company's headquarters located at Modecenterstrasse 22, 1031 Vienna, Department of Investor Relations:

- Financial statements including management report,
- Corporate governance report,
- Consolidated financial statements including consolidated management report,
- Proposal for the appropriation of the net profit,
- Report of the Supervisory Board,
- each relating to the 2013 financial year;
- Draft resolutions on items 2 – 9 of the agenda,
- Transparency information in accordance with Section 270 (1a) of the Austrian Company Code (UGB) under ITEM 5
- Statements by the candidates for the elections to the Supervisory Board under ITEM 7 pursuant to Section 87 (2) of the AktG together with their curriculum vitae
- Report from the Management Board in accordance with Section 65 (1b) in conjunction with Section 153 (4) of the AktG on ITEM 9
- Full text of this convocation

Upon request, a copy of these documents shall immediately be sent free of charge to each shareholder.

These documents, as well as the complete text of this convocation and the form for granting and revoking a proxy, are furthermore accessible as of 8 April 2014 in the Internet at www.semperitgroup.com/ir and will also be available at the Annual General Meeting.

INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SECTIONS 109,110 AND 118 OF THE AKTG

Shareholders who together hold shares amounting to at least 5% of the share capital and who have owned these shares for at least 3 months before making their request can request in writing that additional items be included in the agenda of the Annual General Meeting and be made known. This request is to be made by submitting an application in writing to the company no later than 8 April 2014 and solely if the application is directed to the following address: Modecenterstrasse 22, 1031 Vienna, Legal Division.

Each requested addition to the agenda must include a draft resolution and an explanation of the reasons for the proposal. In order to demonstrate the status as a shareholder, it is sufficient to present a safe custody receipt in accordance with Section 10a of the AktG, confirming that the shareholder taking part in making the request has been the owner of the

This document has been made up in German which is the official version.

In case of discrepancies with the English translation, the German version shall prevail.

shares for at least three months before so doing. This safe custody receipt may be no older than seven days when submitted to the company. Refer to the statements about the right to participate in the meeting for information about further requirements regarding the safe custody receipt.

Shareholders whose aggregate shareholdings equal 1% or more of the company's share capital, may propose draft resolutions in writing in respect to each item on the agenda of this Annual General Meeting accompanied by a statement explaining the reasons for such a proposal, and request that these proposals and statements along with any response by the Management Board or Supervisory Board be made available on the Company's website. Such requests must reach the company in writing at the latest by 17 April 2014 either by fax at 43 (0)1/ 79777/601, by mail at Modecenterstrasse 22, 1031 Vienna, Legal Department, or by email at hauptversammlung@semperitgroup.com, in which case the text of the proposal in written form, for example as a PDF file, must be enclosed with the email. If a proposal is made to elect a member of the Supervisory Board, then instead of a statement of reasons a declaration is to be made regarding the person proposed in accordance with Section 87 (2) of the AktG. A safe custody receipt in accordance with Section 10a of the AktG shall suffice as proof of shareholder status to exercise shareholder's rights, provided that the safe custody receipt is not more than seven days old at the time it is submitted to the company. Refer to the statements about the right to participate in the meeting for information about further requirements regarding the safe custody receipt.

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information concerning the company's affairs, to the extent that this information is required to enable the shareholder to properly evaluate the relevant items on the agenda. Further information on the rights of shareholders pursuant to Sections 109, 110 and 118 of the AktG are available effective immediately on the website of the company.

RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights in the course of the Annual General Meeting depend on the shares owned at the end of 19 April 2014. (Record Date).

Only persons who are shareholders on this Record Date are entitled to attend the Annual General Meeting.

Bearer shares held in a securities account:

A safe custody receipt pursuant to Section 10a of the AktG shall suffice as proof of shareholding for bearer shares kept in custody as at the Record Date, provided that this receipt is received by the company no later than 24 April 2014 and exclusively at one of the following addresses.

By mail Notary Huppmann, Poindl & Partner
or by courier: 1010 Vienna, Brandstätte 6

By fax: +43(0)1 512 28 65-21

By email: semperit2014hv@nhp.at, in which case the safe custody receipt must be attached to this email, for example as a PDF file.

By SWIFT: GIBAATWGGMS (Message Type MT598, must include ISIN AT0000785555 in the text).

Safe custody receipt pursuant to Section 10a of the AktG:

The safe custody receipt is to be issued by a depositary bank based in a member state of the European Economic Area or in a full member state of the OECD, and must contain the following:

- Information on the issuer: name/company name and address or code commonly used for interbank transactions (SWIFT CODE),
- Information on the shareholder: name/company name, address, date of birth for natural persons, commercial register and registration number for legal entities where applicable,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000785555,
- Securities account number or other designation,
- Date to which the safe custody receipt relates.

The safe custody receipt as proof of shareholding for the right to participate in the Annual General Meeting must relate to the aforementioned Record Date of **19 April 2014**.

The safe custody receipt will be accepted in either German or English.

Registering to attend the Annual General Meeting or submitting a safe custody receipt does not in any way block shareholders with regard to their shares; they may continue to freely dispose of their shares after registering or submitting a safe custody receipt.

PARTICIPATION BY PROXY

Every shareholder entitled to participate in the Annual General Meeting has the right to appoint a representative who will attend the meeting on behalf of the shareholder and who is vested with the same rights as the shareholder whom he/she represents.

The proxy must be conferred on a specific person (natural or legal) in writing. Several persons may also receive proxies.

The proxy must be received by the company exclusively at one of the following addresses:

By mail Notary Huppmann, Poindl & Partner

or courier: 1010 Vienna, Brandstätte 6

By fax: +43(0)1 512 28 65-21

By email: semperit2014hv@nhp.at, in which case the proxy must be attached to this email, for example as a PDF file.

Personally: by registering at the Annual General Meeting

If the proxy will not be personally submitted when registering at the Annual General Meeting, the proxy must arrive at the company no later than 24 April 2014 by 3:00 p.m.

Upon request, a proxy form and a form for the revocation of the proxy will be sent to the shareholder. These forms are also available on the company's website at www.semperitgroup.com/ir.

If a shareholder has appointed the credit institution maintaining his or her securities account as the proxy holder, the credit institute only needs to submit notification of its appointment as the proxy holder in addition to the safe custody receipt. The aforementioned requirements applying to the transmission of the safe custody receipt shall apply analogously to the transmission of this notification.

The requirements listed above for the appointment of a proxy holder shall apply analogously to the revocation of the proxy.

As a special service, shareholders are provided the option of having their voting right exercised at the Annual General Meeting in accordance with their instructions by a representative of the Interessenverband für Anleger (Association for Investors), IVA, Feldmühlgasse 22/4, 1130 Vienna. It is currently planned that Dr. Michael Knap from IVA will represent these shareholders at the Annual General Meeting. In order to grant a proxy to Dr. Michael Knap, a special proxy form is available on the company's website at www.semperitgroup.com/ir. This special form must be received by the company exclusively at one of the aforementioned addresses (fax, email, mail) for the submission of proxies. In addition, it is also possible to contact Dr. Michael Knap from IVA directly at tel. +43 1 8763343 - 30, +43 664 2138740, fax +43 1 8763343 - 39 or via email at michael.knap@iva.or.at.

The shareholder shall instruct Dr. Michael Knap how he (or perhaps a representative authorised by Dr. Michael Knap) is to exercise the voting right. Dr. Michael Knap shall exercise the voting right solely on the basis of the instructions issued by the shareholder. Without explicit instructions, the proxy is invalid. Please note that the proxy holder does not accept instructions for requests to speak, for filing notices of opposition against shareholder resolutions or for raising questions or motions.

Total number of shares and voting rights

The share capital of the company amounts to EUR 21,358,996.53 at the date of the convocation of the Annual General Meeting, and is divided into 20,573,434 bearer shares, of which 20,573,434 shares are entitled to one vote each. The Company does not own any treasury stock.

In order that admission proceeds smoothly, shareholders are requested to arrive in a timely manner prior to the Annual General Meeting. Admittance for the issuance of voting cards begins at 9:00 a.m.

Vienna, March 2014

The Management Board